

AMAZING SPIDER-MAN[®] 2

CIVIL WAR[™] II



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002

**VARIANT
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The **AMAZING SPIDER-MAN**

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CIVIL WAR II

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AMAZING SPIDER-MAN

WHEN SCIENCE-GEEK PETER PARKER WAS BITTEN BY A RADIOACTIVE SPIDER, HE GAINED THE PROPORTIONAL SPEED, STRENGTH AND AGILITY OF A SPIDER; ADHESIVE FINGERTIPS AND TOES; AND THE UNIQUE AWARENESS OF DANGER CALLED "SPIDER-SENSE." AFTER YEARS OF BARELY GETTING BY AND MOONLIGHTING AS SPIDER-MAN, PETER HAS LIVED UP TO HIS POTENTIAL AND FORMED HIS OWN COMPANY PARKER INDUSTRIES, WITH OFFICES AROUND THE WORLD.

RECENTLY, SPIDER-MAN AND THE REST OF THE SUPER HERO COMMUNITY TURNED BACK AN ALIEN INVASION THANKS TO THE PRECOGNITIVE VISION OF A NEW INHUMAN NAMED ULYSSES. BUT ULYSSES NEEDS TRAINING, AND SPIDER-MAN HAS VOLUNTEERED TO SHOW HIM THE ROPES. DURING A RECENT TOUR OF PARKER INDUSTRIES, ULYSSES HAD A VISION OF PETER PARKER'S EMPLOYEE CLAYTON COLE, A.K.A. **CLASH**, TURNING AGAINST HIM!

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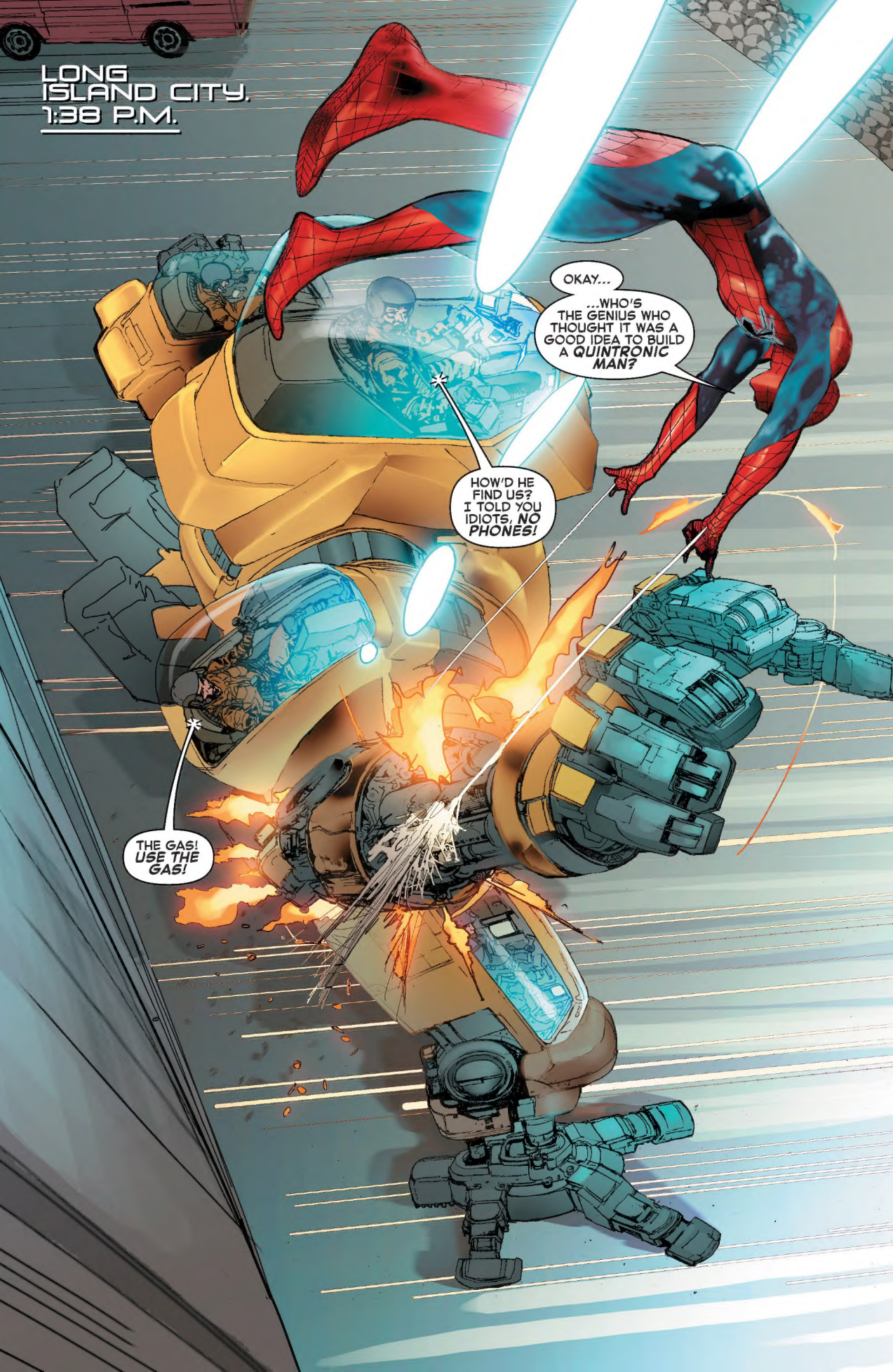
LONG
ISLAND CITY.
1:38 P.M.

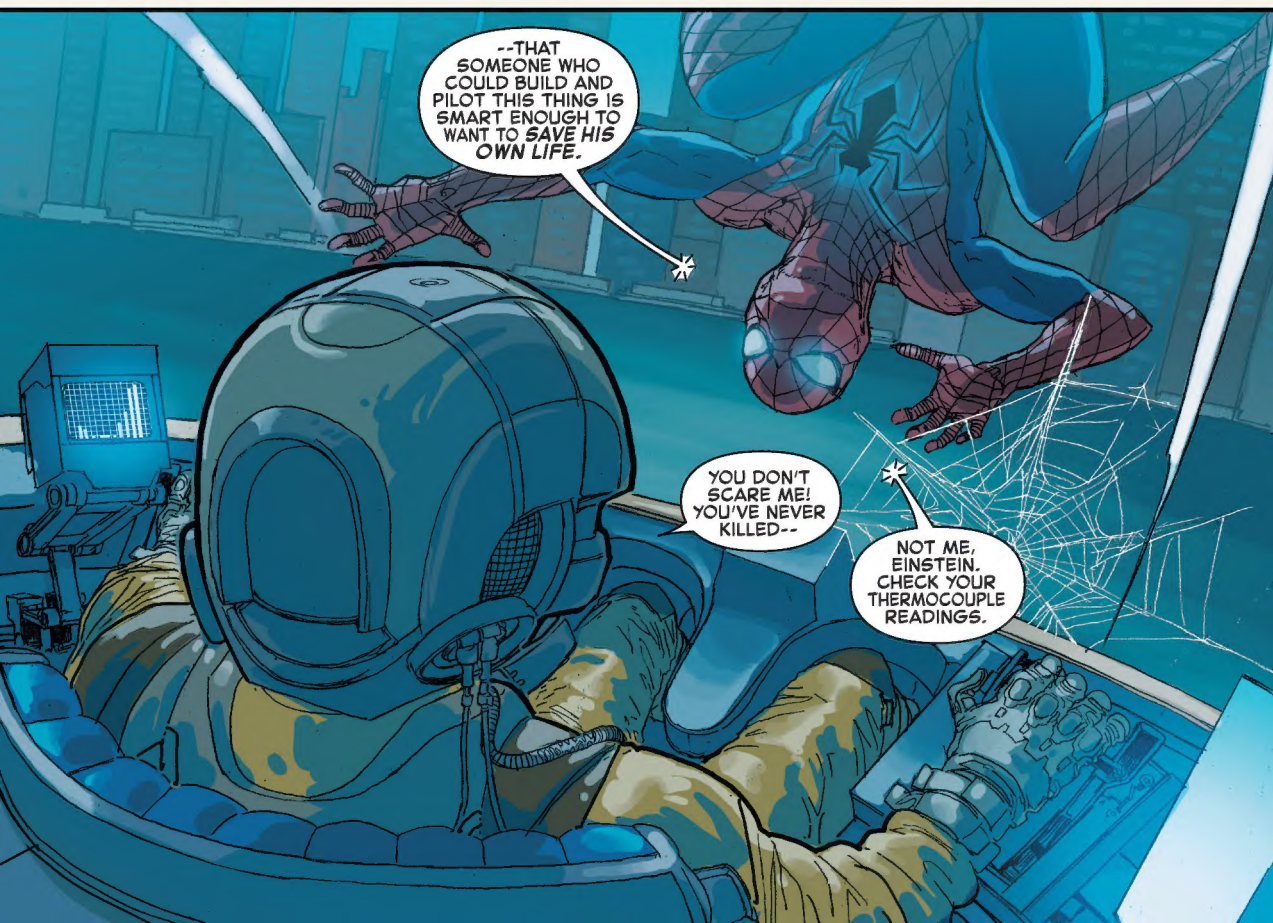
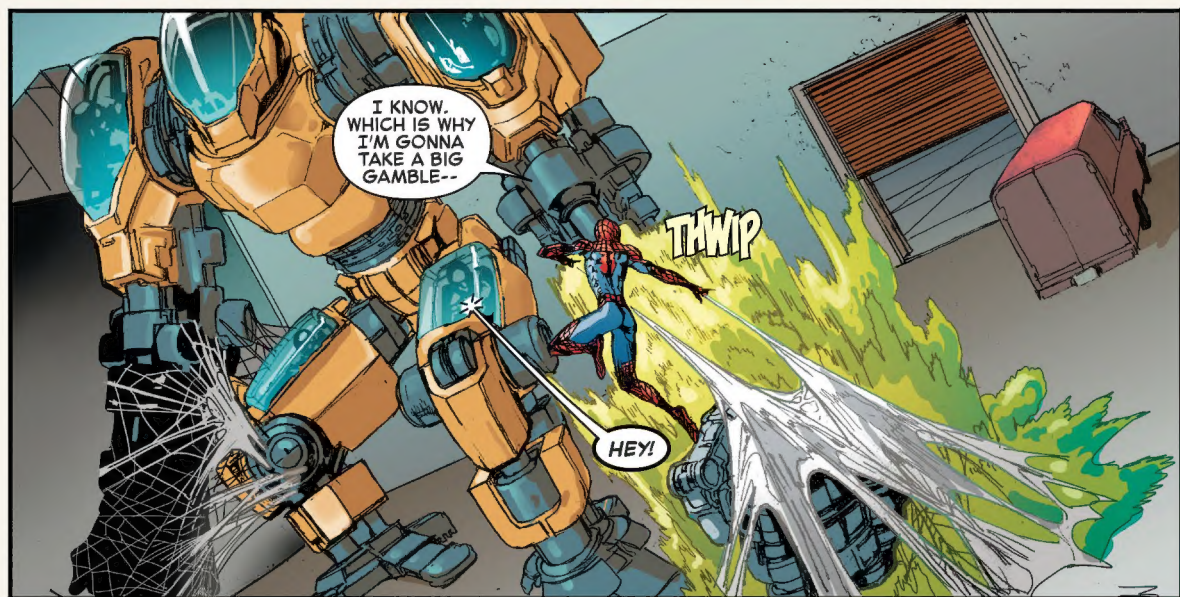
OKAY...

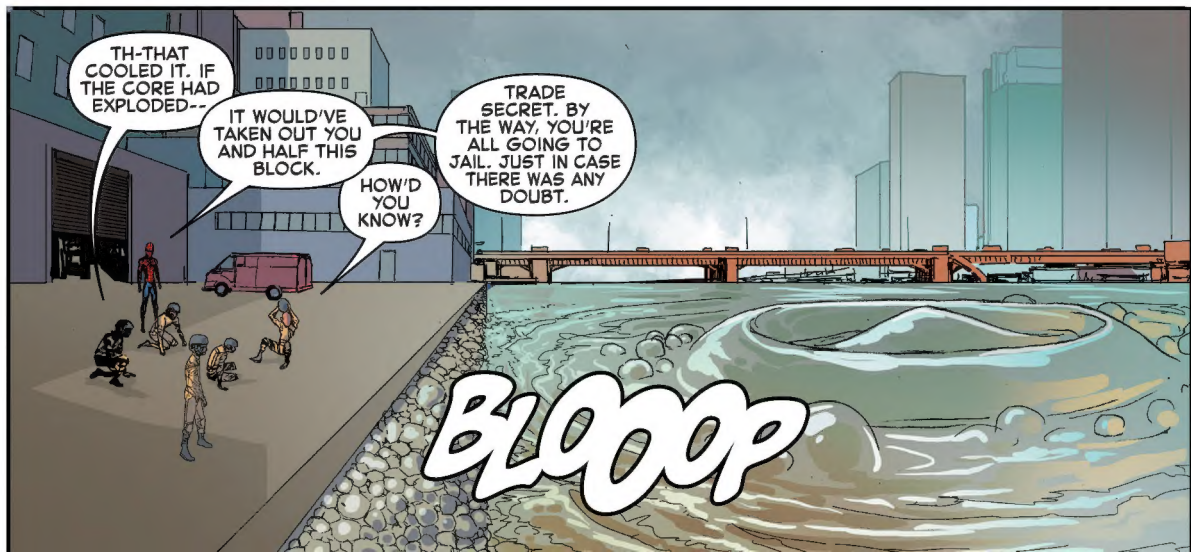
...WHO'S
THE GENIUS WHO
THOUGHT IT WAS A
GOOD IDEA TO BUILD
A QUINTRONIC
MAN?

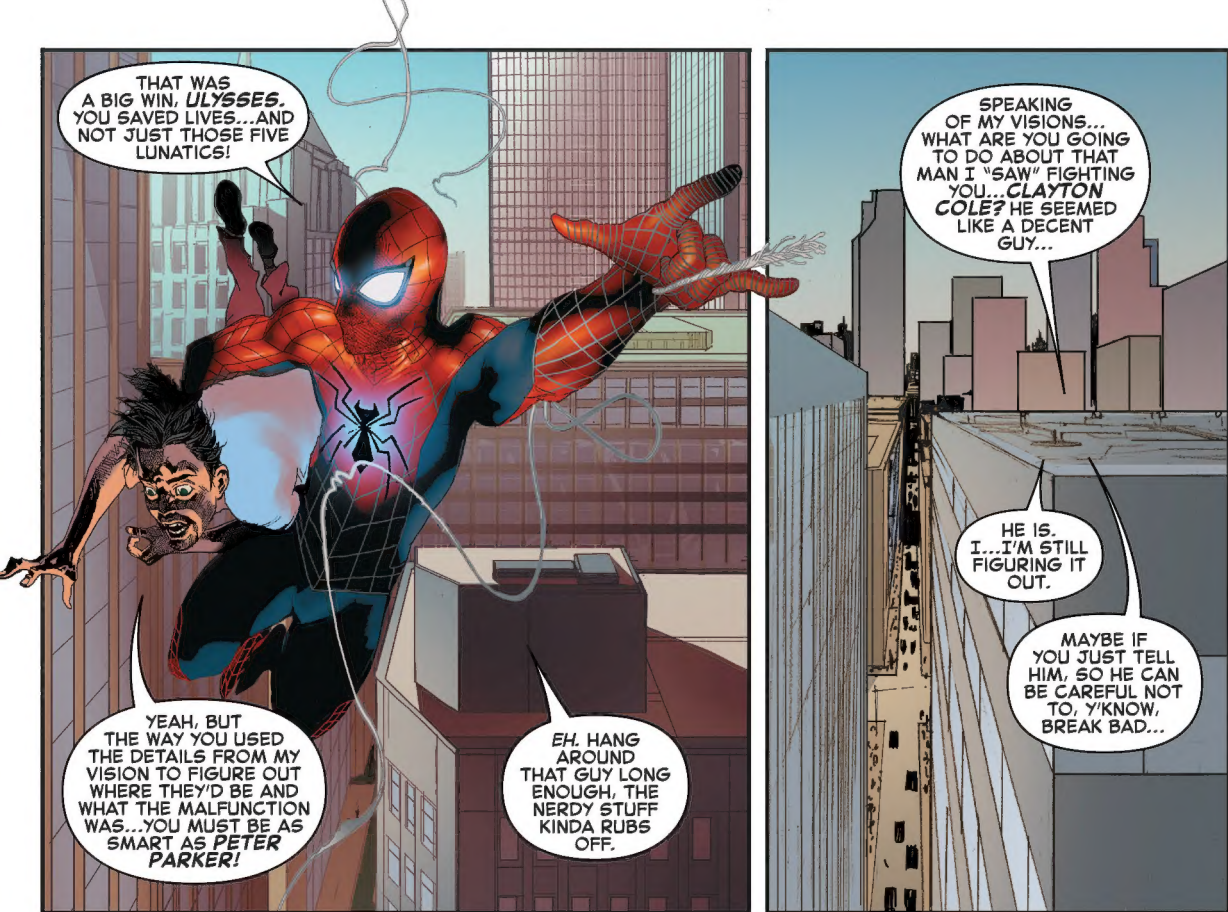
HOW'D HE
FIND US?
I TOLD YOU
IDIOTS, NO
PHONES!

THE GAS!
USE THE
GAS!









THAT WAS A BIG WIN, *ULYSSES*. YOU SAVED LIVES...AND NOT JUST THOSE FIVE LUNATICS!

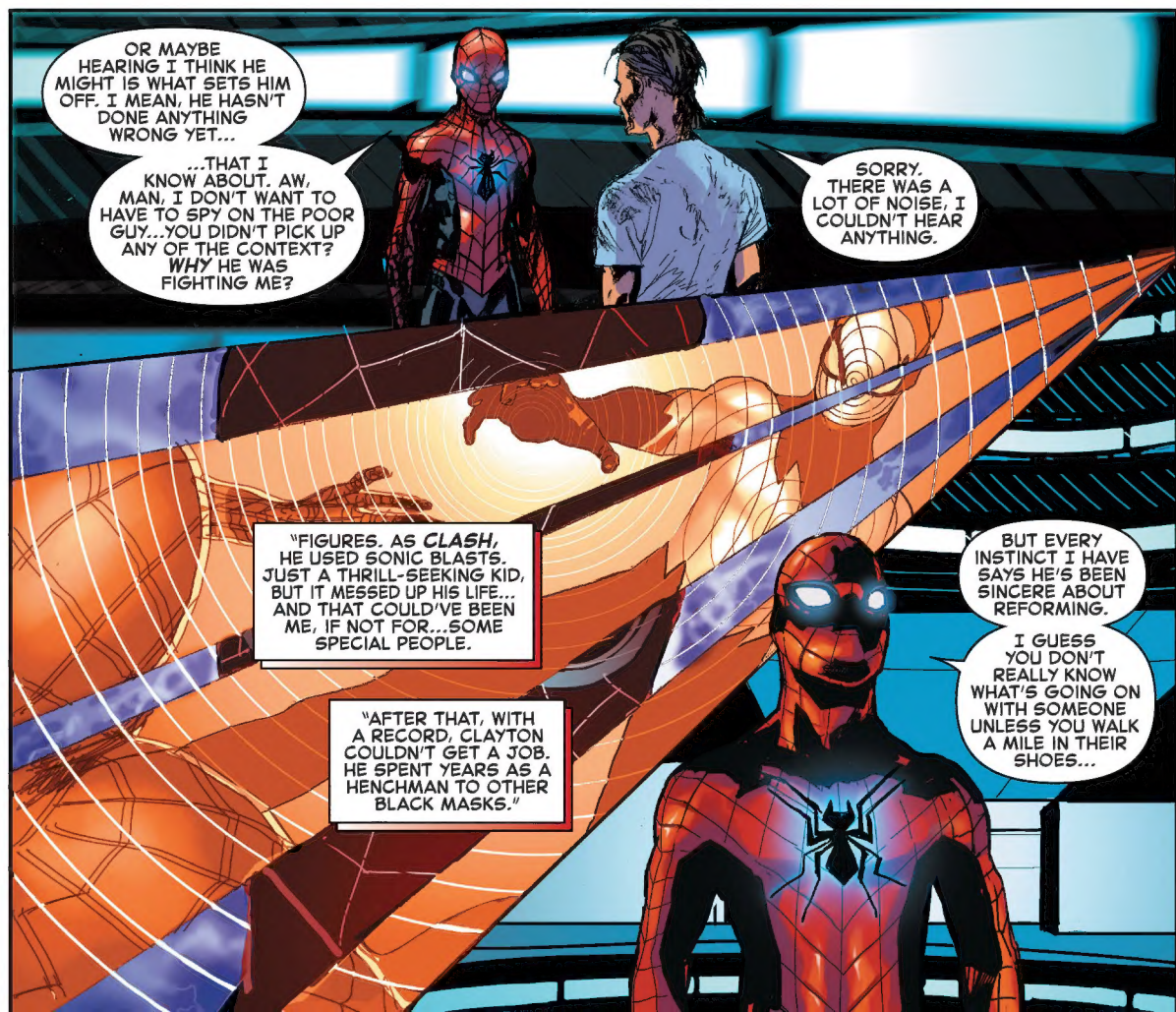
SPEAKING OF MY VISIONS... WHAT ARE YOU GOING TO DO ABOUT THAT MAN I "SAW" FIGHTING YOU... *CLAYTON COLE*? HE SEEMED LIKE A DECENT GUY...

YEAH, BUT THE WAY YOU USED THE DETAILS FROM MY VISION TO FIGURE OUT WHERE THEY'D BE AND WHAT THE MALFUNCTION WAS...YOU MUST BE AS SMART AS *PETER PARKER*!

EH. HANG AROUND THAT GUY LONG ENOUGH, THE NERDY STUFF KINDA RUBS OFF.

HE IS. I...I'M STILL FIGURING IT OUT.

MAYBE IF YOU JUST TELL HIM, SO HE CAN BE CAREFUL NOT TO, Y'KNOW, BREAK BAD...



OR MAYBE HEARING I THINK HE MIGHT IS WHAT SETS HIM OFF. I MEAN, HE HASN'T DONE ANYTHING WRONG YET...

...THAT I KNOW ABOUT. AW, MAN, I DON'T WANT TO HAVE TO SPY ON THE POOR GUY...YOU DIDN'T PICK UP ANY OF THE CONTEXT? WHY HE WAS FIGHTING ME?

SORRY. THERE WAS A LOT OF NOISE, I COULDN'T HEAR ANYTHING.

"FIGURES. AS *CLASH*, HE USED SONIC BLASTS. JUST A THRILL-SEEKING KID, BUT IT MESSED UP HIS LIFE... AND THAT COULDN'T'VE BEEN ME, IF NOT FOR...SOME SPECIAL PEOPLE.

"AFTER THAT, WITH A RECORD, *CLAYTON* COULDN'T GET A JOB. HE SPENT YEARS AS A HENCHMAN TO OTHER BLACK MASKS."

BUT EVERY INSTINCT I HAVE SAYS HE'S BEEN SINCERE ABOUT REFORMING.

I GUESS YOU DON'T REALLY KNOW WHAT'S GOING ON WITH SOMEONE UNLESS YOU WALK A MILE IN THEIR SHOES...

EARLIER
THAT DAY.
8:03 A.M.

AW,
MAN...

...MY
BRAND-NEW
KICKS. BAD WAY
TO START THE
DAY...

CLAYTON!
CLAYTON
COLE!

SPLASH

SULLY?
HEY, HOW
YOU BEEN, MAN?
HAVEN'T SEEN
YOU SINCE...

SINCE WE
HENCHED FOR
THE OWL. MAN,
WHAT A FRUIT LOOP,
HUH? AND THAT B.O....
HEY, WHAT'RE YOU
DOING IN THE OLD
NEIGHBORHOOD?

JUST
VISITING MY
FOLKS BEFORE
WORK.

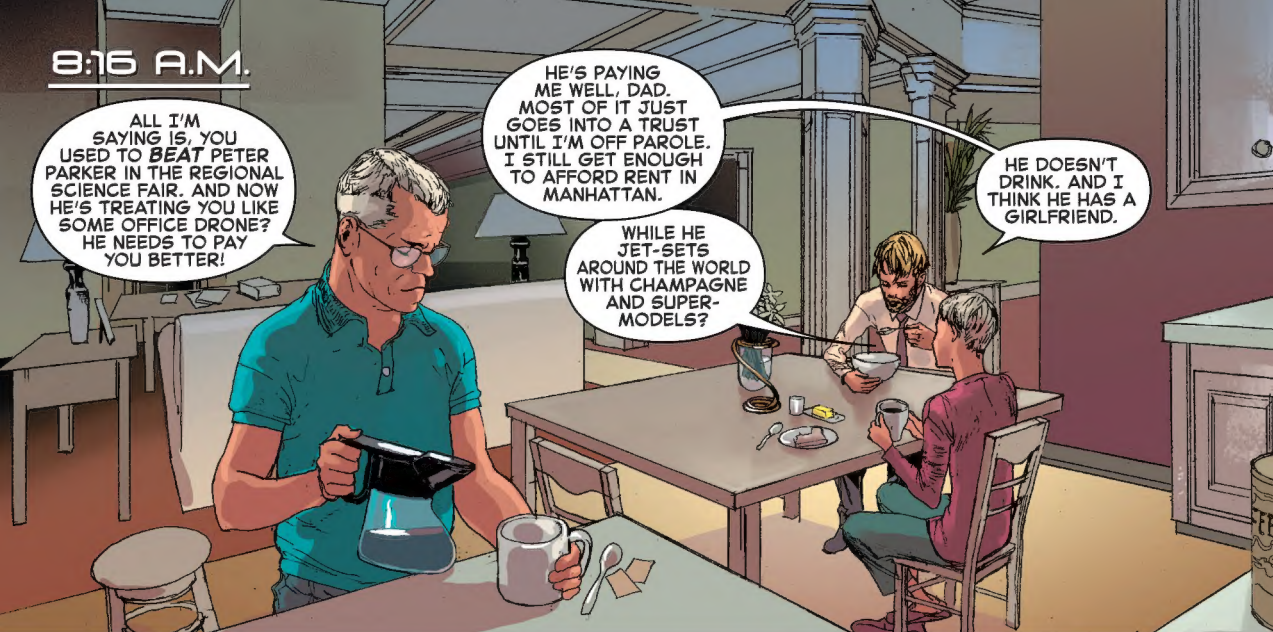
LEMME BUY
YA BREAKFAST.
I'M ROLLING IN IT.
PULLED OFF A SWEET
SCORE WITH--

SULLY, NO
OFFENSE, BUT I
DON'T WANT TO HEAR IT.
IT'S A VIOLATION OF MY
PAROLE JUST TALKING TO
YOU, SO I HAVE TO PASS.
YOU UNDERSTAND,
RIGHT?

IT'S COOL.
I'M HAPPY FOR YA,
MAN. SWEET LEGIT
CORPORATE JOB...
BET YOU'RE LIVING
THE LUSH LIFE
YOURSELF!

UH. HEY...
WHAT DO YOU
EXPECT?

8:16 A.M.

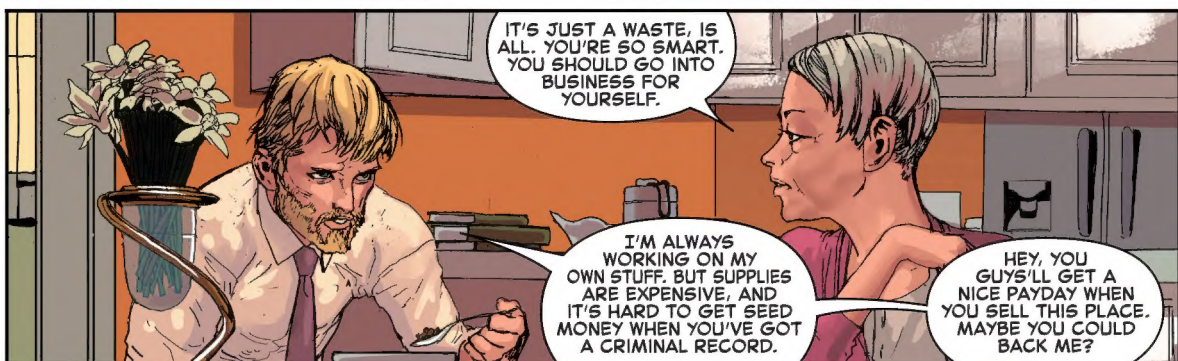


ALL I'M SAYING IS, YOU USED TO **BEAT** PETER PARKER IN THE REGIONAL SCIENCE FAIR, AND NOW HE'S TREATING YOU LIKE SOME OFFICE DRONE? HE NEEDS TO PAY YOU BETTER!

HE'S PAYING ME WELL, DAD. MOST OF IT JUST GOES INTO A TRUST UNTIL I'M OFF PAROLE. I STILL GET ENOUGH TO AFFORD RENT IN MANHATTAN.

WHILE HE JET-SETS AROUND THE WORLD WITH CHAMPAGNE AND SUPER-MODELS?

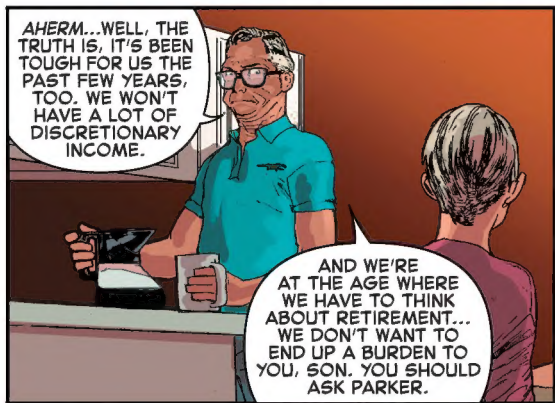
HE DOESN'T DRINK. AND I THINK HE HAS A GIRLFRIEND.



IT'S JUST A WASTE, IS ALL. YOU'RE SO SMART. YOU SHOULD GO INTO BUSINESS FOR YOURSELF.

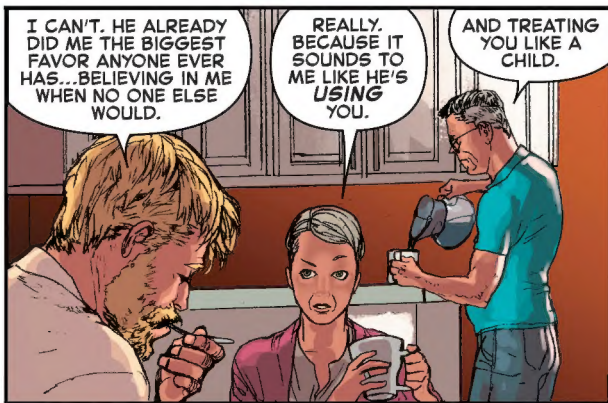
I'M ALWAYS WORKING ON MY OWN STUFF. BUT SUPPLIES ARE EXPENSIVE, AND IT'S HARD TO GET SEED MONEY WHEN YOU'VE GOT A CRIMINAL RECORD.

HEY, YOU GUYS'LL GET A NICE PAYDAY WHEN YOU SELL THIS PLACE. MAYBE YOU COULD BACK ME?



AHERM...WELL, THE TRUTH IS, IT'S BEEN TOUGH FOR US THE PAST FEW YEARS, TOO. WE WON'T HAVE A LOT OF DISCRETIONARY INCOME.

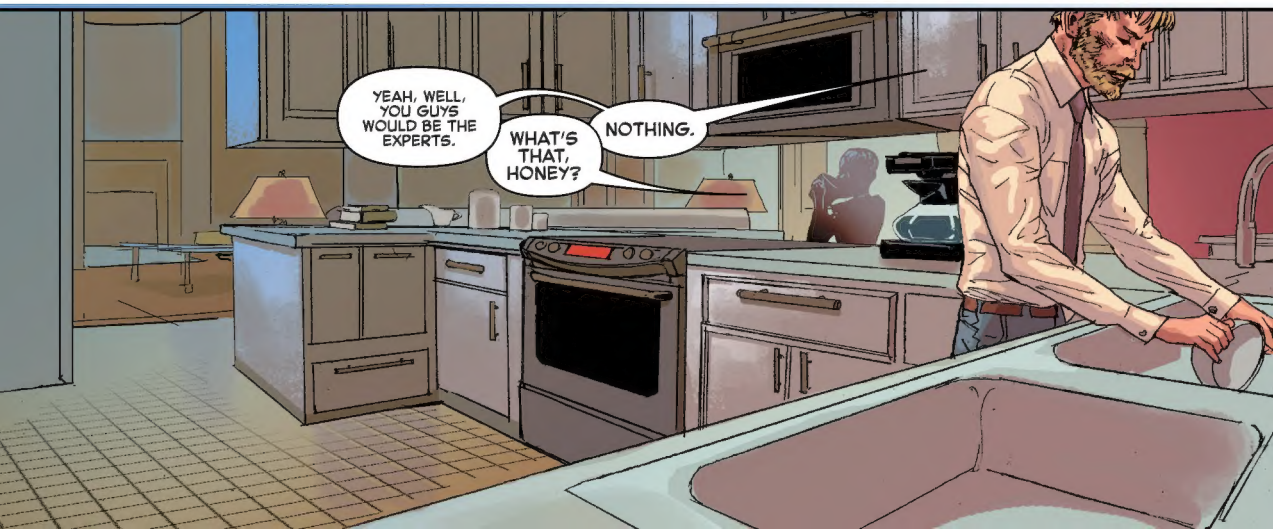
AND WE'RE AT THE AGE WHERE WE HAVE TO THINK ABOUT RETIREMENT... WE DON'T WANT TO END UP A BURDEN TO YOU, SON. YOU SHOULD ASK PARKER.



I CAN'T. HE ALREADY DID ME THE BIGGEST FAVOR ANYONE EVER HAS...BELIEVING IN ME WHEN NO ONE ELSE WOULD.

REALLY. BECAUSE IT SOUNDS TO ME LIKE HE'S **USING** YOU.

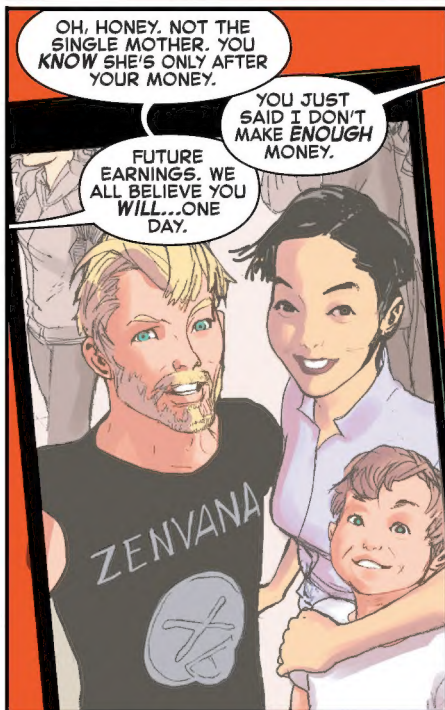
AND TREATING YOU LIKE A CHILD.



YEAH, WELL, YOU GUYS WOULD BE THE EXPERTS.

WHAT'S THAT, HONEY?

NOTHING.



10:17 A.M.

TYLER HAD SUCH A WONDERFUL TIME AT THE STREET FAIR.

HE WON'T STOP ASKING ABOUT YOU. HE...WANTS TO KNOW IF YOU'RE GOING TO BE HIS NEW DADDY.

WOW. HA. HE'S A GREAT KID. AND I KNOW IT'S KIND OF SOON FOR THAT, BUT--

EXACTLY. I'M SO GLAD YOU UNDERSTAND. I JUST, I HAD NO IDEA HE WAS SO DESPERATE FOR A FATHER FIGURE. HE IDOLIZES YOU.

WELL, THAT'S... I MEAN, I'M NOT PERFECT, BUT--

YOU'RE A GOOD MAN, CLAYTON. BUT I'M AFRAID IF HE FINDS OUT ABOUT...YOU KNOW, YOUR PAST...

HE'LL BE A TEENAGER SOON. AND NOTHING'S SECRET ON THE INTERNET. I'M AFRAID HE MIGHT START...WELL, WANTING TO ACT OUT THE WAY YOU DID...

I'M FOND OF YOU, CLAY. WE'VE HAD FUN TOGETHER. BUT I HAVE TO THINK OF TYLER.

I'M SO SORRY. I JUST THINK IT'S BEST IF WE END IT NOW, BEFORE THINGS GET SERIOUS. BEFORE ANYONE GETS TOO ATTACHED.

I...I UNDERSTAND.

YOU'RE THE BEST. THANK YOU, CLAY. I--I'M SORRY, I HAVE TO GO.

THIS IS HARDER THAN I THOUGHT IT WOULD BE.

11:04 A.M.

FOREVER, ROHAN. I MADE ONE DUMB MISTAKE WHEN I WAS A STUPID KID AND IT'S GONNA FOLLOW ME FOREVER!

I KNOW THE FEELING. SOMETIME I'LL TELL YOU ABOUT MY STUDENT LOANS.

LOOK, MAN, WHAT HAPPENED WITH DONNA SUCKS. BUT LIKE T-SWIFT SAYS, YOU GOTTA SHAKE IT OFF. IT'S JUST A BUMP IN THE ROAD.

WHAT THE HELL DO YOU KNOW ABOUT IT? YOU'RE JUST OUT OF SCHOOL AND YOU'RE MAKING FIVE FIGURES! YOU'RE SET FOR LIFE! MY LIFE IS OVER!

I'M SORRY. YOU DIDN'T DESERVE THAT. I'M JUST SO--SO--

HEY, IT'S COOL. BREAKUPS ARE ROUGH. BUT PUT ON YOUR GAME FACE...

...THE BOSS IS COMING.

MORNING, CLAYTON. ROHAN. YOUR TEAM WAS JUST UPDATING ME ON THE LATEST DEVELOPMENTS OF THE FLYING CAR. SOUNDS LIKE EVERYTHING'S COMING ALONG NICELY.

OH, YEAH. THE NEW CRASH-DETECTION SYSTEM IS PERFORMING UP TO SPECS. AND THAT NEXT-GEN BUGGING DEVICE WE'RE MAKING FOR THE NYPD IS--

WHOA! CHECK IT OUT! SPIDER-SIGHTING!

EXCUSE ME, GENTS. NEED TO GO OVER A FEW SECURITY THINGS FIRST.



THIS IS WHAT I'M TALKING ABOUT. YOUR LIFE CAN'T BE OVER AS LONG AS YOU'VE GOT **SPIDER-MAN** GOING TO BAT FOR YOU, CAN IT?

YEAH. AND MR. PARKER. THEY BELIEVE IN ME, SO I HAVE TO BELIEVE IN MYSELF, RIGHT?

THAT'S SOME ZEN WISDOM RIGHT THERE, BUDDY. HEY, DO YOU KNOW WHO THAT KID WITH SPIDEY IS?

MUST BE SOMEONE IMPORTANT. LET'S GO SAY HI.

HEY, DID I HEAR YOU MIGHT BE INTERNING HERE? WANNA SEE WHAT WE'RE WORKING ON?

YOU KNOW IT! IS THIS WHAT IT LOOKS LIKE?

IT IS INDEED. THE LONG-PROMISED **FLYING CAR**.

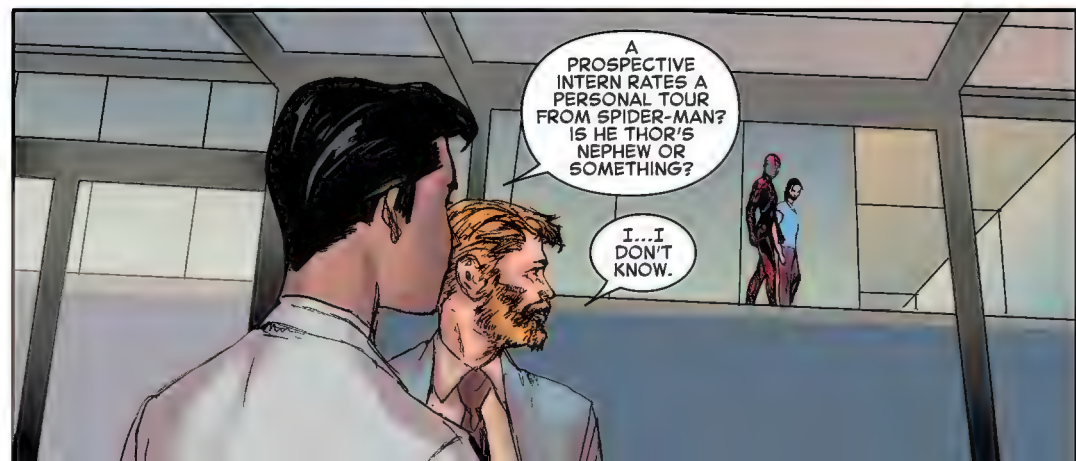
IT'S NOT UNLIKE SONAR... THE SONICS DETECT WHAT'S AROUND THE CAR, THE TRAJECTORY, AND...ARE YOU ALL RIGHT?

UH, YEAH, SORRY. I JUST REMEMBERED... I'VE GOT A THING.

OH, RIGHT. THE TELE-CONFERENCE WITH PARKER. WE BETTER GO.

NICE MEETING YOU.

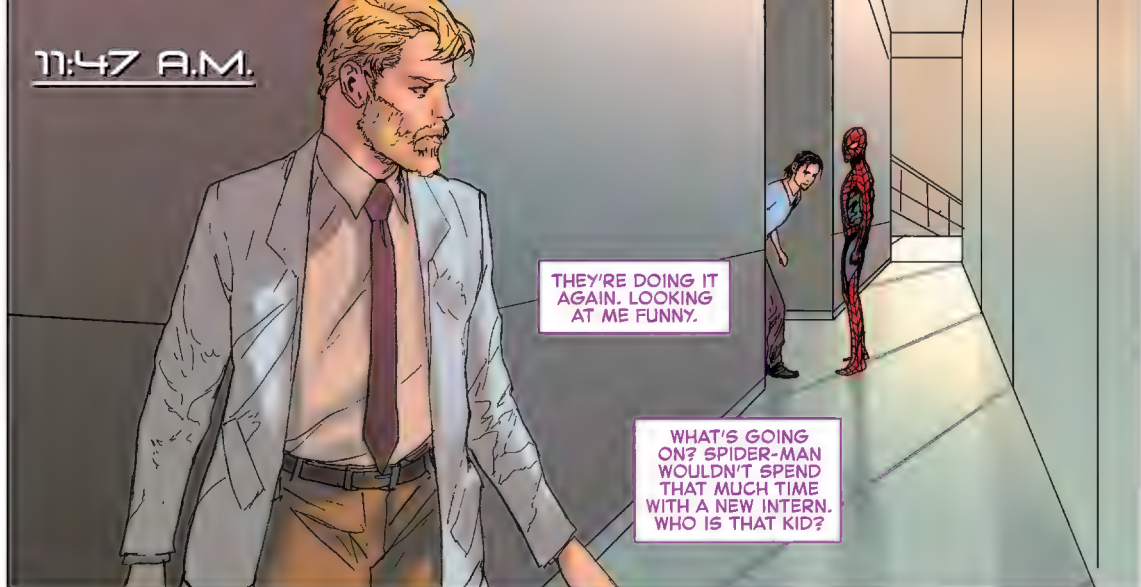
YEAH, THANKS.



A PROSPECTIVE INTERN RATES A PERSONAL TOUR FROM **SPIDER-MAN**? IS HE THOR'S NEPHEW OR SOMETHING?

I...I DON'T KNOW.

11:47 A.M.



THEY'RE DOING IT AGAIN. LOOKING AT ME FUNNY.

WHAT'S GOING ON? SPIDER-MAN WOULDN'T SPEND THAT MUCH TIME WITH A NEW INTERN. WHO IS THAT KID?

12:38 P.M.



HEY, CLAYTON. HOW'S EVERYTHING GOING?

MR. PARKER! I THOUGHT YOU WERE IN SHANGHAI.

JUST FLEW IN. AND PLEASE, IT'S PETER.



EVERYTHING'S GOOD. GREAT. UH, THE NYPD PROJECT--

I'M NOT WORRIED ABOUT THAT. I JUST WANT TO MAKE SURE YOU KNOW...

YOU CAN TALK TO ME, IF YOU'RE HAVING ANY KIND OF...PROBLEMS. CONCERNS. NOT JUST WORK-RELATED.



I... APPRECIATE THAT, MISTER... PETER. BUT REALLY, EVERYTHING'S FINE.

OKAY, AWESOME. JUST KEEP THAT IN MIND. DOOR'S ALWAYS OPEN...LITERALLY OR DIGITALLY!

THANKS. THAT...MEANS A LOT.

HE HAD A TELECONFERENCE WITH THE KID WHEN HE WAS ON A PLANE LESS THAN TWO HOURS AWAY?

WHAT'S GOING ON HERE?



PETER PARKER'S OFFICE. 2:12 P.M.

PETER PARKER

I FEEL LIKE THE WORLD'S BIGGEST INGRATE DOING THIS, BUT I'VE GOTTA KNOW WHAT THAT KID SAID TO SPIDER-MAN.

MAYBE HE JUST RECOGNIZED ME FROM THE INTERNET AND GOT SCARED. BUT THAT WOULDN'T MAKE SPIDEY LOOK AT ME FUNNY. HE KNOWS ABOUT MY PAST...

ANYWAY, I DO NEED TO FIELD TEST THE RETROACTIVE RECORDER BEFORE WE PRESENT IT TO THE NYPD.

THEY WON'T HAVE TO PLANT BUGS OR PUT WIRES ON INFORMANTS ANYMORE. JUST GET A WARRANT. BUST INTO A MOB HANGOUT AFTER A MEETING...

...AND PICK UP THE SOUND WAVES STILL BOUNCING AROUND THE ROOM. HEAR EVERYTHING THAT WAS SAID...

DID YOU HAVE A--

A VISION. I...YEAH. YEAH.

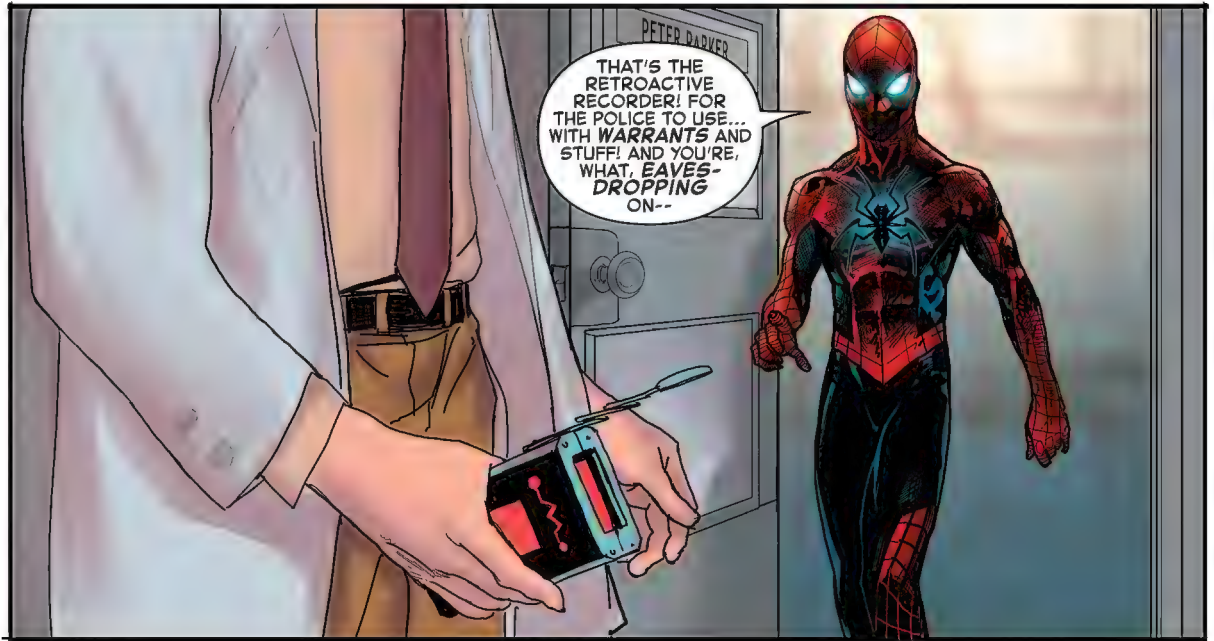
THAT GUY I MET...HE'S GONNA GO BAD. HE'S GONNA PUT ON A COSTUME AND FIGHT YOU.

CLAYTON SOMETHING.

CLAYTON?

WHAT ARE YOU DOING IN HERE?

PETER

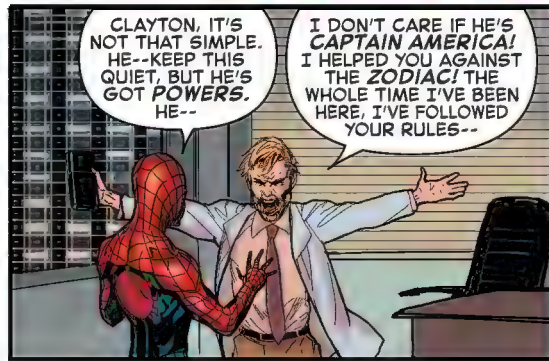


THAT'S THE RETROACTIVE RECORDER! FOR THE POLICE TO USE... WITH WARRANTS AND STUFF! AND YOU'RE, WHAT, **EAVES-DROPPING** ON--



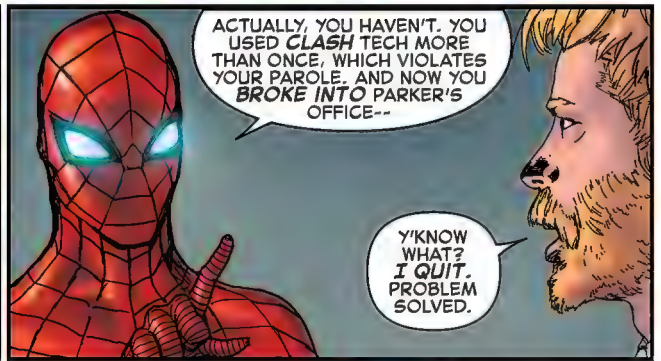
I KNOW WHAT IT IS! I **MADE** IT! ALONG WITH A DOZEN OTHER THINGS THAT HAVE BROUGHT IN A **FORTUNE** FOR THIS COMPANY!

BUT AFTER ALL THAT, YOU'RE GONNA TAKE THE WORD OF SOME PUNK WHO CAN'T EVEN GROW FACIAL HAIR-- WHO DOESN'T EVEN KNOW ME!--THAT I'M GONNA GO BAD?



CLAYTON, IT'S NOT THAT SIMPLE. HE--KEEP THIS QUIET, BUT HE'S GOT **POWERS**. HE--

I DON'T CARE IF HE'S **CAPTAIN AMERICA**! I HELPED YOU AGAINST THE **ZODIAC**! THE WHOLE TIME I'VE BEEN HERE, I'VE FOLLOWED YOUR RULES--



ACTUALLY, YOU HAVEN'T. YOU USED **CLASH** TECH MORE THAN ONCE, WHICH VIOLATES YOUR PAROLE. AND NOW YOU **BROKE INTO** PARKER'S OFFICE--

Y'KNOW WHAT? I **QUIT**. PROBLEM SOLVED.



NOW ALL YOU'VE GOT THE RIGHT TO DO IS **STAY OUT** OF MY LIFE.

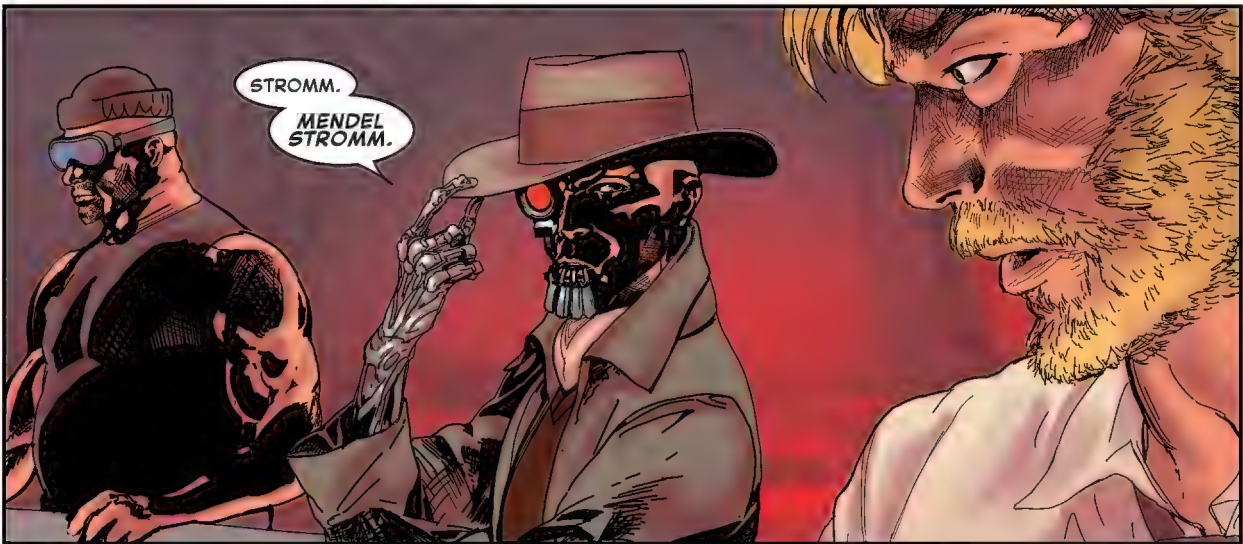
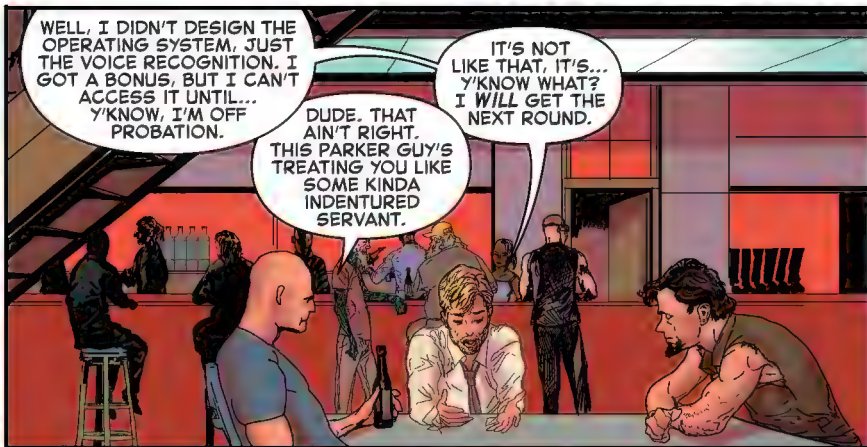
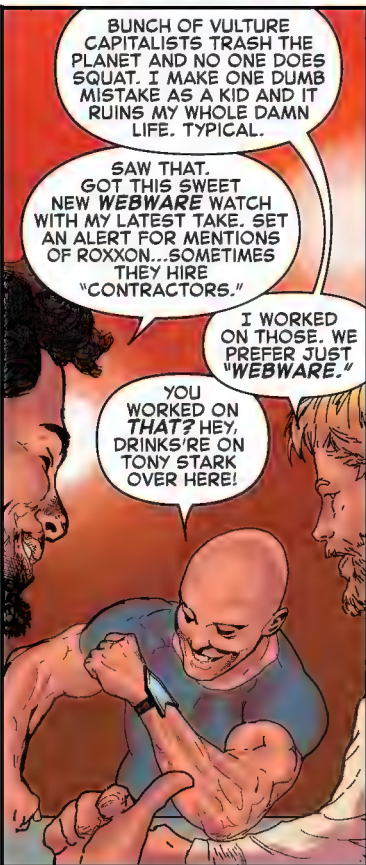
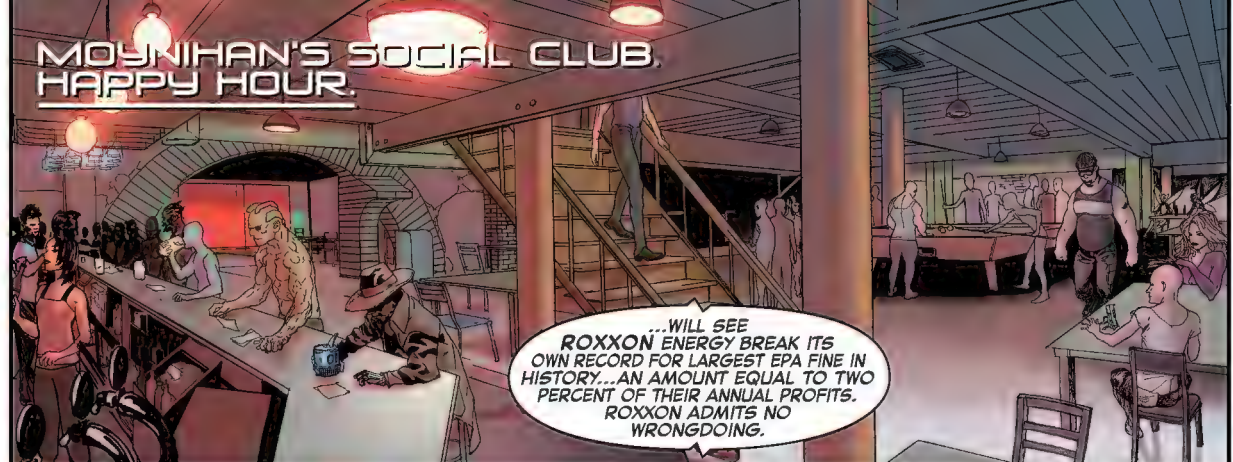
CLAYTON! CLAYTON!



OH, MAN. I DID **NOT** JUST SELF-FULFILLING-PROPHECY MYSELF.

I GOTTA FIX THIS...

MOYNIHAN'S SOCIAL CLUB. HAPPY HOUR.





I KNOW WHO YOU ARE. NORMAN OSBORN'S OLD PARTNER. THE ROBOT MASTER.

THIS IS A HENCHMAN BAR. YOU GUYS HAVE YOUR OWN PLACES. YOU SHOULD BE AT THE **BLACK CAT'S CLUB**.

BUT **YOU'RE** HERE. AND I'VE BEEN WANTING TO TALK TO YOU FOR SOME TIME ABOUT OUR...**MUTUAL INTERESTS**.



WE DON'T HAVE--
ANGH!

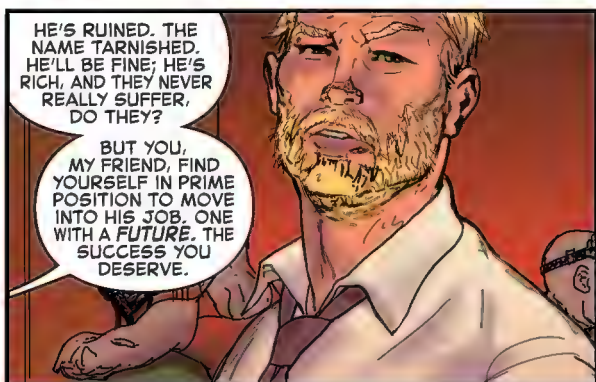
DON'T WE, MR. COLE? OH YES, I KNOW ALL ABOUT YOU. FEW DATABASES CAN KEEP ME OUT.

PARKER INDUSTRIES' SECURITY IS AMONG THE FEW I CAN'T DEFEAT. NOT WITHOUT YOUR HELP. YOU HELP ME GAIN ACCESS ONCE. THAT'S ALL.



I EXAMINE THEIR UPCOMING PROJECTS, MAKE A FEW CHANGES, BEAT THEM TO THE MARKET, AND YOU AND I SHARE THE PROFITS. NO SILLY OUTFITS OR POINTLESS HISTRIONICS.

AND WHEN, INEVITABLY, PARKER DISCOVERS THE INTRUSION, ALL SIGNS POINT TO HAROLD LYMAN...A.K.A. **HARRY OSBORN**, MY OLD PARTNER'S SON.

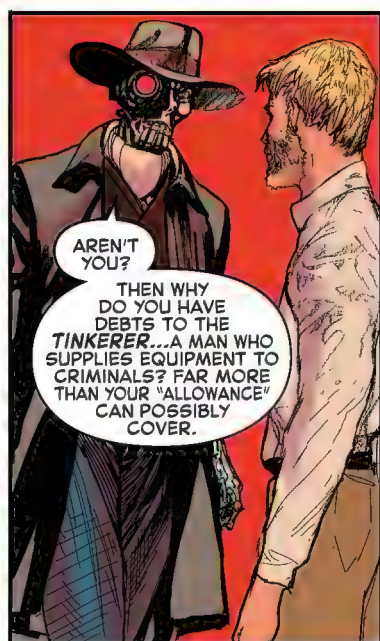


HE'S RUINED. THE NAME TARNISHED. HE'LL BE FINE; HE'S RICH, AND THEY NEVER REALLY SUFFER, DO THEY?

BUT YOU, MY FRIEND, FIND YOURSELF IN PRIME POSITION TO MOVE INTO HIS JOB. ONE WITH A **FUTURE**. THE SUCCESS YOU DESERVE.



NOW, DO YOU STILL FEEL WE HAVE NOTHING IN COMMON?



7:12 P.M.

CLAYTON'S NOT ANSWERING HIS PHONE, AND HE LEFT HIS WEBCAM IN HIS OFFICE. SO I CALLED HIS PARENTS.

I'VE MET THEM. THEY'RE PIECES OF WORK.

I KNOW. BUT THEY TOLD ME CLAYTON'S BEEN WORKING ON HIS OWN PROJECTS... STUFF THAT'LL LET HIM GO INTO BUSINESS FOR HIMSELF SOMEDAY.

AND HE CAN'T GET SEED MONEY BECAUSE OF HIS RECORD.



I JUST WISH HE WOULD'VE COME TO ME. I'D HAVE BACKED HIM.

WELL, TO PLAY DEVIL'S ADVOCATE, WHY WOULD HE THINK THAT? I MEAN, YOU'VE GOT HIM ON A PRETTY SHORT LEASH. THE TRUST FUND AND ALL THAT.

I HAD TO DO THAT. IT WAS A CONDITION OF HIS PAROLE. AND I HAD TO PROTECT MY INVESTORS...WHICH AT THE TIME INCLUDED AUNT MAY, AND--AND--

I AM A GIGANTIC JERK, AREN'T I?



HEY, AS SOMEONE WHO'S FALLEN OFF THE WAGON AND ONTO A **GOBLIN GLIDER** MORE THAN ONCE, I'M NOT GONNA CRITICIZE REASONABLE SAFEGUARDS.

BUT I ALSO HAVE SOME INSIGHT INTO WHAT CLAYTON MIGHT BE FEELING. AND I PROMISE YOU, NO ONE HAS LESS FAITH IN HIM THAN HIM.

HE WAS PROBABLY CLINGING TO YOUR TRUST AS PROOF HE WAS WORTH THE SECOND CHANCE. NOW THAT HE FEELS LIKE YOU DON'T BELIEVE IN HIM...



I'LL GIVE HIM A RAISE. AS MUCH AS THE PROBATION OFFICER WILL ALLOW. AND IF HE STILL NEEDS BACKING, I'LL PROVIDE IT MYSELF, NO STRINGS.

CLAYTON WAS RIGHT. HE EARNED IT. HIS WHOLE TIME HERE, ALL HE'S DONE WRONG IS USE HIS OLD CLASH TECH A COUPLE TIMES... BOTH TO HELP SPIDER-MAN.



THAT'S THE ONE PART THAT WORRIES ME. TAKE IT FROM SOMEONE WHO KNOWS. THE OUTFIT, THE POWER, THE ATTENTION...

...THEY'RE MORE ADDICTIVE THAN ANYTHING ELSE.



THAT'S WHY I DON'T WANT IT TO COME TO THAT. I WANT TO SHOW CLAYTON CONCRETE PROOF OF MY FAITH IN HIM.

HOW'RE YOU GONNA FIND CLAYTON TO TELL HIM?



I'VE LEFT WORD ON HIS CELL, AT HIS APARTMENT, WITH HIS FOLKS. ONCE HE COOLS OFF, HE'LL CALL ME BACK.

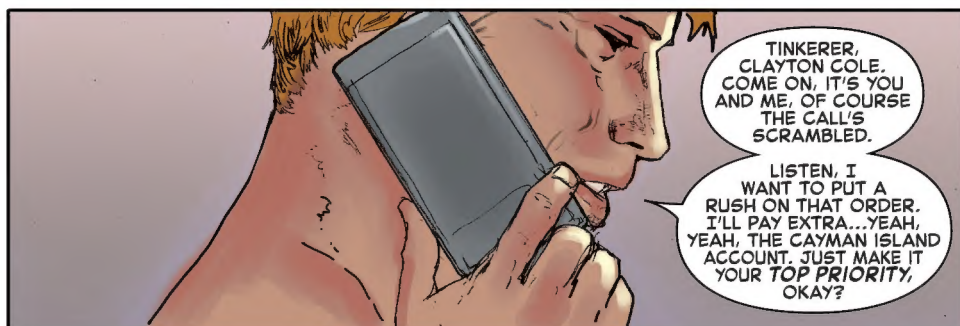
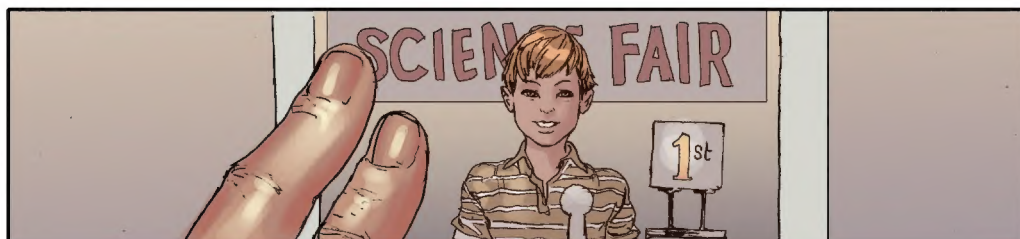
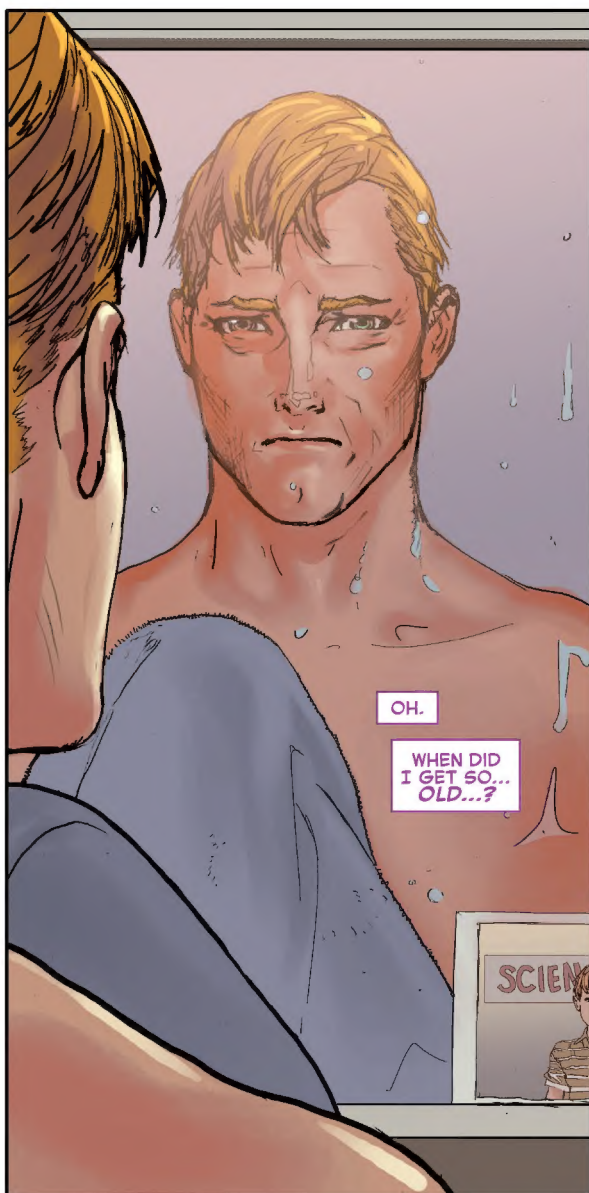
COME ON, CLAYTON... CALL BACK.

7:37 P.M.

DAD WAS RIGHT.
SHAVE THE BEARD.
BEARDS SAY, "HOBO.
CRAZY PERSON.
HIPPIE. PAROLED
CRIMINAL."

IF I WANT
MR. PARKER TO
TAKE ME BACK
I GOTTA CULTIVATE
A MORE CLEAN-
CUT, PROFESSIONAL
LOOK.

THERE. SAY
HELLO TO THE
NEW, BABY-FACED,
TRUSTWORTHY
CLAYTON...



THE NEXT
MORNING,
7:15 A.M.

OKAY.
NOW WE'RE
COOKING
WITH GAS.

READY
OR NOT,
WORLD...

CLASH
...
IS BACK!

STROMM?
CLAYTON
COLE.

LET'S
SET UP A
MEET.

TO BE
CONTINUED!

NEXT:
AMAZING
SPIDER-MAN 3



CIVIL
WAR II